

No. N00024696



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

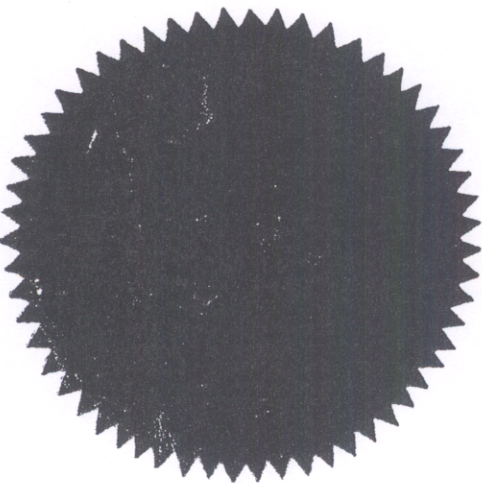
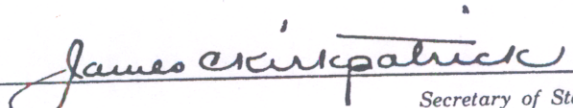
Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, RESEARCH DEVELOPMENT GROUP (FORMERLY: CLINISHARE)

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 30 day of December, 1982.



Secretary of State

RECEIVED OF: RESEARCH DEVELOPMENT GROUP

FIVE DOLLARS-----Dollars \$ 5.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. N00024696



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Incorporation

A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of _____

CLINISHARE

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri,

by virtue of the authority vested in me, do hereby certify and declare _____

CLINISHARE

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is _____

2316 EAST MEYER BOULEVARD KANSAS CITY 64132

and that its period of existence is _____ PERPETUAL

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 1st day of AUGUST, 1980

James C. Kirkpatrick
Secretary of State

RECEIVED OF: CLINISHARE

Ten and no/100 ----- Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. N00024696

James C. Kirkpatrick
Secretary of State

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

AUG 1 1980

ARTICLE IV

The first Board of Directors shall be made up of
their names and addresses being as follows:

ARTICLES OF INCORPORATION
OF
CLINISHARE

MISSOURI DEPT. REVENUE OF STATE

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

We, the undersigned,

James T. Seigfreid	1930 Commerce Tower Kansas City, Missouri 64105
David K. Waugh, Jr.	2316 East Meyer Boulevard Kansas City, Missouri 64132
Robert P. Lyons	1000 Power & Light Building Kansas City, Missouri 64105

being natural persons of the age of eighteen years or more
and citizens of the United States, for the purpose of
forming a corporation under The General Not For Profit
Corporation Law of the State of Missouri, do hereby adopt
the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Clinishare.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The address of its initial Registered Office in the
State of Missouri is 2316 East Meyer Boulevard, Kansas City,
Missouri 64132, and the name of its initial Registered Agent
at said address is David K. Waugh, Jr.

ARTICLE IV

The first Board of Directors shall be three in number, their names and addresses being as follows:

Albert T. Hancock	1511 Baltimore Kansas City, Missouri 64108
E. Wynn Presson	2316 East Meyer Boulevard Kansas City, Missouri 64132
Wayne E. Conery	2316 East Meyer Boulevard Kansas City, Missouri 64132

ARTICLE V

The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the Bylaws, except for the number of the first Board of Directors, as set forth in Article IV, and, in no event, shall the number of directors of the corporation be less than three. The directors shall be elected in the manner and for the terms provided in the Bylaws.

ARTICLE VI

The corporation may have one or more classes of members. The designation of such class or classes and the qualifications and rights of the members of each class shall be set forth in the Bylaws.

ARTICLE VII

The purposes for which the corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of such purposes, and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 for use, by such organizations in

support of such purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the foregoing purposes, including, without limitation, such activities necessary or appropriate to plan, develop, coordinate, operate, and maintain outpatient and outreach health care programs and facilities, such as industrial medicine, laboratory services, outlying medical clinics, and ambulatory therapy.

ARTICLE VIII

The corporation shall have all of the powers conferred by The General Not For Profit Corporation Law of the State of Missouri, except that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 or as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VII.

ARTICLE X

No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XI

The corporation shall not operate for the purpose of carrying on a trade or business for profit.

ARTICLE XII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, either by direct distribution or by distribution to one or more organizations contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954, as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in the State of Missouri in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include both amend-

ments thereto and corresponding provisions of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, we, the incorporators, have hereunto
signed our names this 11th day of July, 1980.

JAMES T. SEIGFREID

ROBERT P. LYONS

DAVID K. WAUGH, JR.

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, BARBARA L. BARTON, a Notary Public, do hereby certify that on the 11th day of July, 1980, JAMES T. SEIGFREID, ROBERT P. LYONS and DAVID J. WAUGH, JR. personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Sabrina L. Barton
Notary Public

NOTARIAL SEAL

My commission expires: May 9, 1980

No. N00024696



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

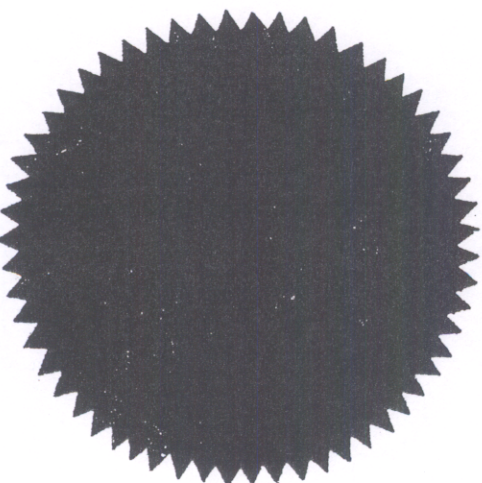
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NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 29th day of December, 1981.


James C. Kirkpatrick

Secretary of State

RECEIVED OF: CLINISHARE

Five dollars and no/1.00-----Dollars \$ 5.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. N00024696